Notice of Exempt Offering of Securities

U.S. Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5)

OMB APPROVAL OMB Number: 3235-0076

1455091

Expires: January 31, 2009

Estimated average burden hours per response: 4.00

Name of Issuer LOOSE CHANGE PRODUCTIONS	tem 1. Issuer's Identity	s or omissions of fact constitute federal criminal	violations. See 18 0.3.C. 1001.
Corporation	Name of Issuer	Previous Name(s)	Entity Type (Select one)
CALIFORNIA	LOOSE CHANGE PRODUCTIONS		Corporation
General Partnership Business Trust General Partnership Business Trust Cheer (Specify)	Jurisdiction of Incorporation/Organization		Limited Partnership
Year of Incorporation/Organization Select one) Sufficient Cone Other (Specify)	CALIFORNIA	7	
Vest to Be Formed Other (Specify)			
Over Five Years Ago (*) Within Last Five Years (specify year) 2008	· · · · · · · · · · · · · · · · · · ·		
Continuation Page Continuation Page Continuation Page		ars	Other (specify)
Street Address 1 Street Address 2 N/A		2008	
Street Address 1 Street Address 2 Street Address 2	(If more than one issuer is filing this notice, che	ck this box and identify additional issuer(s)	by attaching Items 1 and 2 Continuation Page(s).)
City State/Province/Country ZIP/Postal Code (213)742-1890 TEM 3. Related Persons Last Name First Name Middle NameONISON REU WIDEMIRE, JR. Street Address 1 Street Address 2 3369 CHING DAIRY ROAD City State/Province/Country ZIP/Postal Code Section MOBILE ALABAMA/USA 36618-4433 JAN 2 1 20U9 Relationship(s): Executive Officer Director Promoter Clarification of Response (if Necessary) Member of State of Mind Films, LLC, the managing member of Issuer (144) (Identify additional related persons by checking this box and attaching Item 3 Continuation Page (Identify and Investing	-		
City State/Province/Country ZiP/Postal Code Phone No. DOCESSED	Street Address 1	Street Address 2	
Middle Name	1111 SOUTH GRAND AVENUE #615	. N/A	
MIDEMIRE, JR. D. Street Address 2	City	State/Province/Country ZIP/Postal Code	Phone No. DDOCESSED
Last Name MIDEMIRE, JR. D. Street Address 2	LOS ANGELES	CALIFORNIA/USA 90015-2168	(213)742-1890
Middle Name	tors 2. Deleted Demons		FEB: 0 6 5003
MIDEMIRE, JR. D. Street Address 2 Street Address 2		Fire No.	カデリデモに
Street Address 1 3369 CHING DAIRY ROAD City State/Province/Country ZIP/Postal Code Section MOBILE ALABAMA/USA 36618-4433 SAFE Relationship(s): Executive Officer Director Promoter Clarification of Response (if Necessary) Member of State of Mind Films, LLC, the managing member of Issuer (Member of State of Mind Films, LLC, the managing member of Issuer (Member of State of Mind Films, LLC, the managing member of Issuer (Member of State of Mind Films, LLC, the managing member of Issuer (Member of State of Mind Films, LLC, the managing member of Issuer (Member of Issuer (Member of State of Mind Films, LLC, the managing member of Issuer (Member of Issue			
State/Province/Country ZIP/Postal Code Section			PARKER
State/Province/Country ZIP/Postal Code Section	Street Address 1		
MOBILE ALABAMA/USA 36618-4433 36618-4323 36618-4433 36618-4433 36618-4433 36618-4433 36618-4433 36618-4433 36618-4433 36618-4433 36618-4433 36618-	3369 CHING DAIRY ROAD	N/A	SEC Mail Proceeding
Relationship(s):	City	tate/Province/Country ZIP/Postal Code	Section
Clarification of Response (if Necessary) Member of State of Mind Films, LLC, the managing member of Issuer (Identify additional related persons by checking this box and attaching Item 3 Continuation Page(stem 4. Industry Group (Select one) Agriculture Banking and Financial Services Commercial Banking Insurance Investing Investment Banking Investment Banking Pooled Investment Fund If selecting this industry group, also select one fund type below and answer the question below: Hedge Fund Private Equity Fund Venture Capital Fund Other Investment Fund Is the issuer registered as an investment company under the Investment Company under the Investment Company Act of 1940? Yes No Other Banking & Financial Services Real Estate Director X Promoter Walasc (it is issuer as an attaching Item 3 Continuation Page(state of Mind Films, LLC, the managing member of Issuer Add attaching Item 3 Continuation Page(state of Mind Films, LLC, the managing member of Issuer Real Estate Construction RelITS & Finance Residential Other Real Estate Construction RelITS & Finance Residential Other Real Estate Construction RelITS & Finance Residential Other Residential Other Restaurants Technology Computers Technology Other Technology Travel Other Technology Travel Other Health Care Other Banking & Financial Services Residential Other Real Estate	MOBILE	LABAMA/USA 36618-4433	1411.0 4 2000
Clarification of Response (if Necessary) Member of State of Mind Films, LLC, the managing member of Issuer	Relationship(s): X Executive Officer	Director 🔀 Promoter	244 5 J 500a
Identify additional related persons by checking this box and attaching Item 3 Continuation Page (stem 4. Industry Group (Select one)		, —	WESOUS AS AC
Agriculture Banking and Financial Services Commercial Banking Insurance Investing Investment Banking Pooled Investment Fund If selecting this industry group, also select one fund type below and answer the question below: Hedge Fund Private Equity Fund Private Equity Fund Venture Capital Fund Is the Issuer registered as an investment company Act of 1940? Other Banking & Financial Services Business Services Energy Electric Utilities Residential Other Real Estate Retailing Restaurants Coal Mining Environmental Services Other Energy Computers Technology Computers Telecommunications Other Health Insurance Hospitals & Physcians Pharmaceuticals Other Health Care Other Health Care Other Health Care Manufacturing Real Estate	Clarification of Response (if Necessary) Men	nber of State of Mind Films, LLC, the manag	ging member of Issuer
Agriculture Banking and Financial Services Commercial Banking Insurance Investing Investment Banking Pooled Investment Fund If selecting this industry group, also select one fund type below and answer the question below: Hedge Fund Private Equity Fund Venture Capital Fund Other Investment Fund Is the issuer registered as an investment company under the Investment Company under the Investment Company Act of 1940? Yes No Business Services Energy Selectic Utilities Residential Other Real Estate Coal Mining Environmental Services Other Energy Computers Technology Computers Technology Computers Technology Travel Other Technology Travel Other Health Care Other Banking & Financial Services Other Banking & Financial Services Real Estate		· · · · · · · -	x 🔀 and attaching Item 3 Continuation Page(s).)
Banking and Financial Services Commercial Banking Insurance Investing Investment Banking Investment Banking Investment Fund If selecting this industry group, also select one fund type below and answer the question below: Hedge Fund Private Equity Fund Venture Capital Fund Other Investment Fund Is the issuer registered as an investment company under the Investment Company under the Investment Company Act of 1940? Other Banking & Financial Services Energy Electric Utilities Energy Conservation Coal Mining Environmental Services Retailing Restaurants Technology Computers Telecommunications Other Energy Computers Technology Computers Telecommunications Other Technology Tray Wanufacturing Residential Other Real Estate		O D	Construction
Insurance Investing Investment Banking Investment Banking Pooled Investment Fund If selecting this industry group, also select one fund type below and answer the question below: Hedge Fund Private Equity Fund Venture Capital Fund Other Investment Fund Is the issuer registered as an investment company under the Investment Company under the Investment Company Act of 1940? Yes No Nother Investment Services Residental Other Real Estate Residental Other Real Estate Other Real Estate Residental Other Real Estate	Banking and Financial Services		REITS & Finance
Investing Investment Banking Investment Fund If selecting this industry group, also select one fund type below and answer the question below: Hedge Fund Private Equity Fund Venture Capital Fund Is the issuer registered as an investment company under the Investment Company under the Investment Company Act of 1940? Other Banking & Financial Services Coal Mining Retailing Restaurants Technology Computers Technology Computers Technology Computers Technology Tother Real Estate	<u> </u>	\sim	Residential
Investment Banking Pooled Investment Fund Oil & Gas If selecting this industry group, also select one fund type below and answer the question below: Hedge Fund Private Equity Fund Private Equity Fund Wenture Capital Fund Other Investment Fund Is the issuer registered as an investment company under the Investment Company under the Investment Company Act of 1940? Yes No Manufacturing Restaurants Technology Computers Telecommunications Other Technology Other Health Insurance Health Care Pharmaceuticals Other Health Care Manufacturing Restaurants Traviouries Other Technology Other Technology Traviouries Other Health Care Other Health Care Other Health Care Other Banking & Financial Services Real Estate	\mathcal{L}	<u> </u>	Other Real Estate
Pooled Investment Fund If selecting this industry group, also select one fund type below and answer the question below: Hedge Fund Private Equity Fund Venture Capital Fund Oil & Gas Other Energy Health Care Biotechnology Health Insurance Health Insurance Health Insurance Health Insurance Telecommunications Other Technology Tray Other Technology Tray Other Health Care Other Health Care Other Health Care Other Health Care Manufacturing Restaurants Technology Computers Telecommunications Other Technology Tray Other Technology Tray Other Technology Tray Other Technology Tray Other Technology Real Estate	<u> </u>	O 5 1	○ Retailing
If selecting this industry group, also select one fund type below and answer the question below: Hedge Fund Private Equity Fund Venture Capital Fund Other Investment Fund Is the issuer registered as an investment company under the Investment Company Act of 1940? Other Banking & Financial Services Other Investment Company Act of 1940? Other Banking & Financial Services Other Energy Health Care Biotechnology Health Insurance Health Insurance Health Care Other Banking & Financial Services Real Estate	<u> </u>	Q · ·	Restaurants
Health Care Hedge Fund Private Equity Fund Venture Capital Fund Other Investment Fund Is the issuer registered as an investment company under the Investment Company Act of 1940? Other Banking & Financial Services Health Care Biotechnology Health Insurance Health Care Pharmaceuticals Other Health Care Other Health Care Manufacturing Real Estate	0	<u>Q</u>	
Hedge Fund Private Equity Fund Venture Capital Fund Other Investment Fund Is the issuer registered as an investment company under the Investment Company Act of 1940? Other Banking & Financial Services Biotechnology Health Insurance Health Insurance Hospitals & Physcians Pharmaceuticals Other Health Care Manufacturing Real Estate	type below and answer the question belo	w: Health Care	Ų ·
Venture Capital Fund Other Investment Fund Is the issuer registered as an investment company under the Investment Company Act of 1940? Other Banking & Financial Services Health Insurance Hospitals & Physcians Pharmaceuticals Other Health Care Manufacturing Real Estate	Ž ,		
Other Investment Fund Is the issuer registered as an investment company under the Investment Company Act of 1940? Other Banking & Financial Services Other Banking & Financial Services Pharmaceuticals Other Health Care Manufacturing Real Estate	<u> </u>	\mathcal{O}	
Is the issuer registered as an investment company under the Investment Company Act of 1940? Yes No Manufacturing Other Banking & Financial Services Real Estate Other Hammaceuticals Other Health Care Manufacturing Other Banking & Financial Services Og001704	×	Hospitals & Physcians	
company under the Investment Company Act of 1940? Yes No Manufacturing Other Banking & Financial Services Real Estate 09001704	•		
Act of 1940? Yes No Manufacturing Other Banking & Financial Services Real Estate 09001704	_	npany Other Health Care	
		Manufacturing	
(\ (AMMORES)	Other Banking & Financial Services	Real Estate Commercial	⊙ ot. 09001704

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Item 5. Issuer Size (Select one)

Revenue Range (for issuer not specifying "hedge" or "other investment" fund in item 4 above)	Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in
	Ham A phayo)
No Revenues	OR No Aggregate Net Asset Value
\$1 - \$1,000,000	\$1 - \$5,000,000
\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000	\$50,000,001 - \$100,000,000
Over \$100,000,000	Over \$100,000,000
O Decline to Disclose	Decline to Disclose
Not Applicable	Not Applicable
Тист Аррисание	Not Applicable
Item 6. Federal Exemptions and Exclusions Clai	
	vestment Company Act Section 3(c)
Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(c)(1) Section 3(c)(9)
Rule 504(b)(1)(i)	Section 3(c)(2) Section 3(c)(10)
Rule 504(b)(1)(ii)	Section 3(c)(3) Section 3(c)(11)
Rule 504(b)(1)(iii)	Section 3(c)(4) Section 3(c)(12)
Rule 505	Section 3(c)(5) Section 3(c)(13)
Rule 506	7 Section 3(c)(6)
Securities Act Section 4(6)	Section 3(c)(14) Section 3(c)(7)
L	,
Item 7. Type of Filing	
	t
Date of First Sale in this Offering:	OR Sirst Sale Yet to Occur
Item 8. Duration of Offering	
Does the issuer intend this offering to last more than	one year? Yes 🔀 No
Item 9. Type(s) of Securities Offered (Select a	all that apply)
▼ Equity	Pooled Investment Fund Interests
☐ Debt	☐ Tenant-in-Common Securities
Option, Warrant or Other Right to Acquire	Mineral Property Securities
Another Security	Other (Describe)
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	
Item 10. Business Combination Transaction	
Is this offering being made in connection with a busine	
transaction, such as a merger, acquisition or exchange offer	r -
Clarification of Response (if Necessary)	
}	

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Item 11. Minimum Investment				
Minimum investment accepted from a	iny outside investor \$	250,000		
Item 12. Sales Compensation				
Recipient		Recipient CRD Number		
				☐ No CRD Number
(Associated) Broker or Dealer	None	(Associated) Broker or De	aler CRD Nu	mber
] [No CRD Number
Street Address 1		Street Address 2		
City	State/Province	e/Country ZIP/Postal Co	de	
Other Community Control				
States of Solicitation All States AL AK AZ AR	⊠ CA □ CO □	CT DE DC	X FL	
	KY XIA	ME MD MA	⊠ MI	MN MS MS
MT NE NV NH	□ NJ □ NM 🗵	NY X NC ND	ОН	OK OR PA
☐ RI 🔀 SC 🗌 SD 🗍 TN	тх от	VT VA WA	wv .	
	•	tion by checking this box	and attach	ning Item 12 Continuation Page(s)
Item 13. Offering and Sales Ar	nounts			
(a) Total Offering Amount	\$ 5,500,000		OR	☐ Indefinite
(b) Total Amount Sold	\$ 0			
(c) Total Remaining to be Sold	\$ 5,500,000		OR	Indefinite
(Subtract (a) from (b)) Clarification of Response (if Necessary)	L			
		<u></u>		
This registration is prior to closing o	if first unit.			
Item 14. Investors				
Check this box if securities in the of	fering have been or may be	sold to persons who do not o	qualify as ac	credited investors, and enter the
number of such non-accredited investo	ors who already have investe	ed in the offering: 0		
		<u> </u>		•
Enter the total number of investors wh	o already have invested in t	the offering: 0		
Item 15. Sales Commissions a	nd Finders' Fees Ex	penses		
	-	·		
Provide separately the amounts of sales check the box next to the amount.	s commissions and finders' 1	fees expenses, if any. If an a	mount is no	it known, provide an estimate and
		Sales Commissions \$ 0		X Estimate
Clarification of Response (if Necessary)		Finders' Fees \$ 0	····	X Estimate

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Washin	gton, DC 20549
tem 16. Use of Proceeds	
rovide the amount of the gross proceeds of the offering that has used for payments to any of the persons required to be namelirectors or promoters in response to Item 3 above. If the amounts it is a strength of the strengt	ned as executive officers, \$ [300,000
Clarification of Response (if Necessary)	
Funding film project – \$150,000 to D. Parker Wid	emire, Jr., as film producer/\$150,000 to Herschel Weingrod as film director.
Signature and Submission	
Please verify the information you have entered and revious	ew the Terms of Submission below before signing and submitting this notice.
Terms of Submission. In Submitting this notice,	, each identified issuer is:
undertaking to furnish them, upon written request, in a Irrevocably appointing each of the Secretary the State in which the issuer maintains its principal pla process, and agreeing that these persons may accept s such service may be made by registered or certified magainst the issuer in any place subject to the jurisdiction activity in connection with the offering of securities the provisions of: (i) the Securities Act of 1933, the Securities Company Act of 1940, or the Investment Advisers Act of State in which the issuer maintains its principal place of	this notice is filed of the offering of securities described and accordance with applicable law, the information furnished to offerees.* of the SEC and the Securities Administrator or other legally designated officer of ce of business and any State in which this notice is filed, as its agents for service of service on its behalf, of any notice, process or pleading, and further agreeing that ail, in any Federal or state action, administrative proceeding, or arbitration brought on of the United States, if the action, proceeding or arbitration (a) arises out of any at is the subject of this notice, and (b) is founded, directly or indirectly, upon the es Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the of business or any State in which this notice is filed. 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of
110 Stat. 3416 (Oct. 11, 1996)) imposes on the ability of States "covered securities" for purposes of NSMIA, whether in all inst	of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, as to require information. As a result, if the securities that are the subject of this Form D are tances or due to the nature of the offering that is the subject of this Form D, States cannot otherwise and can require offering materials only to the extent NSMIA permits them to do
Each identified issuer has read this notice, knows the coundersigned duly authorized person. (Check this box in Item 1 above but not represented by signer below.)	ontents to be true, and has duly caused this notice to be signed on its behalf by the $\overline{\mathbf{X}}$ and attach Signature Continuation Pages for signatures of issuers identified
Issuer(s)	Name of Signer
LOOSE CHANGE PRODUCTIONS	D. PARKER WIDEMIRE, JR.
Signature	Title
1) + 2 (() / / //	Member of State of Mind Films, 11 C, managing member of Issuer

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Number of continuation pages attached:

Date

January 8, 2008

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Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name		Middle Name
WEINGROD	HERSCHEL	·	A.
Street Address 1		Street Address 2	<u> </u>
1111 SOUTH GRAND AVENUE #615		N/A	
City S	tate/Province/Country	ZIP/Postal Code	
LOS ANGELES	CALIFORNIA/USA	90015-2168	
Relationship(s): X Executive Officer	Director X Promoter		
Clarification of Response (if Necessary) Men	nber of State of Mind Fil	ms, LLC, the managing mem	ber of Issuer
Last Name	First Name		Middle Name
Street Address 1		Street Address 2	
City	State/Province/Country	ZIP/Postal Code	
Relationship(s): Executive Officer	Director Promoter		
Clarification of Response (if Necessary)	<u> </u>		
Clarification of nesponse (if Necessary)	<u> </u>		
	·		
Last Name	First Name	···	Middle Name
	First Name		Middle Name
Street Address 1	First Name	Street Address 2	Middle Name
Street Address 1			Middle Name
Street Address 1	First Name State/Province/Country	Street Address 2 ZIP/Postal Code	Middle Name
Street Address 1			Middle Name
Street Address 1			Middle Name
Street Address 1 City S	State/Province/Country		Middle Name
Street Address 1 City Relationship(s): Executive Officer	State/Province/Country		Middle Name
Street Address 1 City S Relationship(s): Executive Officer Clarification of Response (if Necessary)	State/Province/Country Director Promoter		
Street Address 1 City Relationship(s): Executive Officer	State/Province/Country		Middle Name Middle Name
Street Address 1 City Relationship(s): Executive Officer Clarification of Response (if Necessary) Last Name	State/Province/Country Director Promoter	ZIP/Postal Code	
Street Address 1 City S Relationship(s): Executive Officer Clarification of Response (if Necessary)	State/Province/Country Director Promoter		
Street Address 1 City Relationship(s): Clarification of Response (if Necessary) Last Name Street Address 1	State/Province/Country Director Promoter	ZIP/Postal Code	
Street Address 1 City Relationship(s): Clarification of Response (if Necessary) Last Name Street Address 1	State/Province/Country Director Promoter First Name	ZIP/Postal Code Street Address 2	
Street Address 1 City Relationship(s): Executive Officer Clarification of Response (if Necessary) Last Name Street Address 1 City Street Address 1	State/Province/Country Director Promoter First Name State/Province/Country	ZIP/Postal Code Street Address 2	
Street Address 1 City Relationship(s): Executive Officer Clarification of Response (if Necessary) Last Name Street Address 1 City Street Address 1 City Relationship(s): Executive Officer	State/Province/Country Director Promoter First Name	ZIP/Postal Code Street Address 2	
Street Address 1 City Relationship(s): Executive Officer Clarification of Response (if Necessary) Last Name Street Address 1 City Street Address 1	State/Province/Country Director Promoter First Name State/Province/Country	ZIP/Postal Code Street Address 2	

'U.S. Securities and Exchange Commission Washington, DC 20549

Signature Continuation Page

the undersigned is the duty authorized repres	entative of the issuer(s), identied in the field beside the individual's name l
ssuer	Name of Signer
OOSE CHANGE PRODUCTIONS	HERSCHEL A. WEINGROD
ignature	Title
HALL TE	Member of State of Mind Films, LLC, managing member of Iss
111111	Date
	January 8, 2008
ssuer	Name of Signer
signature	Title
	Date
	Name of Signer
signature	Title
<u> </u>	
	Date
ssuer	Name of Signer
Signature	Title
	Date

(Copy and use additional copies of this page as necessary.)
Form D 11